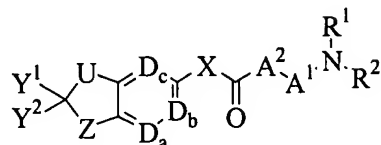


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

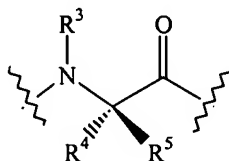
1. (original) A compound of the formula:



wherein

R¹ and R² are each members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl, heteroaryl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, heteroaryl(C₁-C₈)alkyl, and heteroaryl(C₁-C₈)heteroalkyl, with the proviso that at least one of R¹ and R² is selected from the group consisting of aryl, heteroaryl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, heteroaryl(C₁-C₈)alkyl and heteroaryl(C₁-C₈)heteroalkyl;

A¹ is a member selected from the group consisting of L-α-amino acid fragments, D-α-amino acid fragments and fragments having the formula:

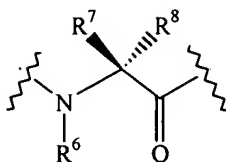


wherein

R³ is selected from the group consisting of hydrogen and (C₁-C₄) alkyl;

R⁴ and R⁵ are each members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or can be individually combined with R³ to form a 5-, 6-, 7- or 8-membered ring containing from one to three heteroatoms;

A² is a member selected from the group consisting of L-α-amino acid fragments, D-α-amino acid fragments and fragments having the formula:



wherein

R^6 is selected from the group consisting of hydrogen and (C₁-C₄)alkyl;

R^7 and R^8 are each members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms;

X is a member selected from the group consisting of a bond, a (C₁-C₄) saturated or unsaturated alkylene linking group and a (C₁-C₄) saturated or unsaturated heteroalkylene linking group;

D_a, D_b and D_c are each independently selected from the group consisting of =N- and =C(R⁹)-

wherein

each R⁹ is independently selected from the group consisting of hydrogen, halogen, cyano, nitro, (C₁-C₆)alkyl, (C₁-C₆)heteroalkyl, (C₁-C₆)alkoxy, (C₁-C₆)thioalkoxy, -NR¹⁰R¹¹, -C(O)OR¹⁰, -C(O)NR¹⁰R¹¹, -O-C(O)OR¹⁰, -NR¹¹-C(O)OR¹⁰, -NR¹⁰-SO₂R¹², -NR¹⁰-C(O)R¹¹, -SO₂NR¹⁰R¹¹, and -OC(O)NR¹⁰R¹¹;

wherein

each R¹⁰ and R¹¹ are each independently a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or when attached to the same nitrogen atom can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms; and

each R¹² is independently a member selected from the group consisting of (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl and heteroaryl;

U and Z are each independently selected from the group consisting of a single bond, -CH₂-, -CH(OH)-, -C(O)-, -CH₂O-, -CH₂CH₂-, -CH₂C(O)-, -O-, -S-, -S-CH₂-, -N(C(O)-(C₁-C₉)alkyl)-, -N(R¹³)- and -N(R¹³)-CH₂-;

wherein

each R^{13} is a member selected from the group consisting of hydrogen, (C_1-C_8) alkyl, aryl and (C_1-C_8) heteroalkyl;

Y^1 and Y^2 are each independently selected from the group consisting of $-CO_2H$ and $-CO_2R^{14}$; and

R^{14} is a member selected from the group consisting of (C_1-C_9) alkyl, and (C_1-C_9) heteroalkyl, or, alternatively, when Y^1 and Y^2 are each $-CO_2R^{14}$, each R^{14} and the oxygen to which it is attached, join to form a 5-, 6-, 7- or 8-membered heterocyclic ring.

2. (original) The compound of claim 1, wherein D_a , D_b and D_c are each $=CH-$.

3. (original) The compound of claim 1, wherein X is a (C_2-C_4) unsaturated alkylene linking group.

4. (original) The compound of claim 1, wherein A^1 is selected from the group consisting of L- α -amino acid fragments.

5. (original) The compound of claim 1, wherein A^2 is selected from the group consisting of L- α -amino acid fragments.

6. (original) The compound of claim 1, wherein A^1 and A^2 are each independently selected from the group consisting of L- α -amino acid fragments.

7. (original) The compound of claim 1, wherein A^1 and A^2 are each independently selected from the group consisting of L- α -amino acid fragments; X is a (C_2-C_4) unsaturated alkylene linking group; and D_a , D_b and D_c are each $=CH-$.

8. (original) The compound of claim 1, wherein U is selected from the group consisting of $-CH_2-$ and $-CH(OH)-$.

9. (original) The compound of claim 1, wherein Z is selected from the group consisting of $-CH_2-$, $-O-$, $-NH-$ and $-S-$.

10. (original) The compound of claim 1, wherein U is selected from the group consisting of $-\text{CH}_2-$ and $-\text{CH}(\text{OH})-$; and Z is selected from the group consisting of $-\text{CH}_2-$, $-\text{O}-$, $-\text{NH}-$ and $-\text{S}-$.

11. (currently amended) The compound of claim 1, wherein A^1 and A^2 are each independently selected from the group consisting of $[\text{a}]$ natural or unnatural L- α -amino acid fragments; X is a $(\text{C}_2\text{-C}_4)$ unsaturated alkylene linking group; D_a , D_b and D_c are each $=\text{CH}-$; U is selected from the group consisting of $-\text{CH}_2-$ and $-\text{CH}(\text{OH})-$; and Z is selected from the group consisting of $-\text{CH}_2-$, $-\text{O}-$, $-\text{NH}-$ and $-\text{S}-$.

12. (original) The compound of claim 11, wherein X is an unsaturated alkylene moiety selected from the group consisting of $-\text{C}(\text{CH}_3)=\text{CH}$ and $-\text{CH}=\text{C}(\text{CH}_3)$.

13. (original) The compound of claim 1, wherein R^1 and R^2 are each members independently selected from the group consisting of $(\text{C}_1\text{-C}_8)$ alkyl, aryl and aryl $(\text{C}_1\text{-C}_8)$ alkyl.

14. (original) The compound of claim 11, wherein R^1 and R^2 are each members independently selected from the group consisting of $(\text{C}_1\text{-C}_8)$ alkyl, aryl and aryl $(\text{C}_1\text{-C}_8)$ alkyl.

15. (original) The compound of claim 1, wherein R^1 is an optionally substituted phenyl group.

16. (original) The compound of claim 1, wherein R^1 is an optionally substituted phenyl group and R^2 is an optionally substituted benzyl group.

17. (original) The compound of claim 11, wherein R^1 is an optionally substituted phenyl group.

18. (original) The compound of claim 11, wherein R^1 is an optionally substituted phenyl group and R^2 is an optionally substituted benzyl group.

19. (original) The compound of claim 1, wherein R¹ is an optionally substituted (C₁-C₈)alkyl or (C₁-C₈)heteroalkyl group and R² is an optionally substituted phenyl or benzyl group.

20. (original) The compound of claim 1, wherein R¹ is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH₂, -C(NH)NH₂, -CONH₂, -CH₂NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH₂NH₂, -CH₂NHCO-CH=CH-(3-nitrophenyl), -CH₃, -Cl, -Br, -I, -CO₂H, -CO₂CH₃, -OCH₃, -OH, -Ph, -OPh, -CON(CH₃)₂, -C(CH₃)₃, -CH₂NHAc, -CN and -CH₂NHCO-CH=CH-(4-pyridyl).

21. (original) The compound of claim 11, wherein R¹ is an optionally substituted (C₁-C₈)alkyl or (C₁-C₈)heteroalkyl group and R² is an optionally substituted phenyl or benzyl group.

22. (original) The compound of claim 11, wherein R¹ is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH₂, -C(NH)NH₂, -CONH₂, -CH₂NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH₂NH₂, -CH₂NHCO-CH=CH-(3-nitrophenyl), -CH₃, -Cl, -Br, -I, -CO₂H, -CO₂CH₃, -OCH₃, -OH, -Ph, -OPh, -CON(CH₃)₂, -C(CH₃)₃, -CH₂NHAc, -CN and -CH₂NHCO-CH=CH-(4-pyridyl).

23. (original) The compound of claim 11, wherein Z is -O-; R¹ is a member selected from the group consisting of an optionally substituted phenyl group or an optionally substituted heteroaryl; and R² is a member selected from the group consisting of (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, heteroaryl(C₁-C₈)alkyl and heteroaryl(C₁-C₈)heteroalkyl.

24. (original) The compound of claim 4, wherein A¹ is an L- α -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline.

25. (currently amended) The compound of claim 5, wherein A² is an L- α -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, ~~L-isoleucine~~L-isoleucine, L-threonine and L-*tert*-butylglycine.

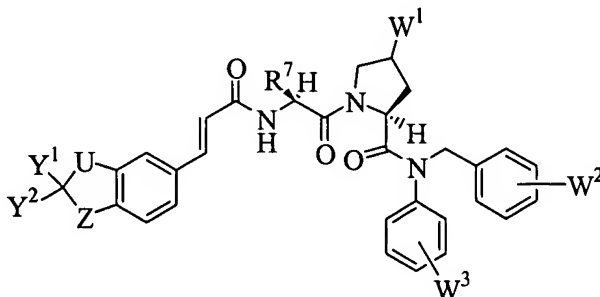
26. (currently amended) The compound of claim 11, wherein A¹ is an L- α -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline; and A² is an L- α -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, ~~L-isoleucine~~L-isoleucine, L-threonine and L-*tert*-butylglycine.

27. (original) The compound of claim 26, wherein R¹ and R² are each members independently selected from the group consisting of substituted or unsubstituted (C₁-C₈)alkyl, substituted or unsubstituted aryl and substituted or unsubstituted aryl(C₁-C₈)alkyl.

28. (currently amended) The compound of claim 27, wherein A¹ is an L- α -amino acid fragment derived from L-alanine or L-proline; and A² is an L- α -amino acid fragment derived from L-valine, L-leucine, ~~L-isoleucine~~L-isoleucine, or L-*tert*-butylglycine.

29. (original) The compound of claim 27, wherein A¹ is an L- α -amino acid fragment derived from L-proline; and A² is an L- α -amino acid fragment derived from L-*tert*-butylglycine.

30. (original) The compound of claim 1, having the formula:



wherein

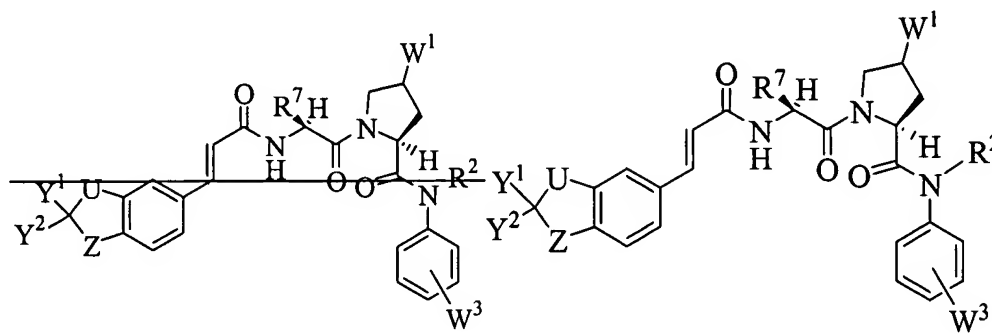
W¹ is a member selected from the group consisting of -H, -OR¹⁵ and -NR¹⁵R¹⁶;

W² and W³ are each members independently selected from the group consisting of hydrogen, halogen, -R¹⁷, -CO₂R¹⁷, -OR¹⁷, -NR¹⁷R¹⁸ and -CONR¹⁷R¹⁸;

wherein R¹⁵, R¹⁶, R¹⁷ and R¹⁸ are each members independently selected from the group consisting of hydrogen, aryl, (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH₂-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R¹³)-.

31. (currently amended) The compound of claim 1, having the formula:



wherein

R² is a member selected from the group consisting of substituted or unsubstituted (C₁-C₈)alkyl;

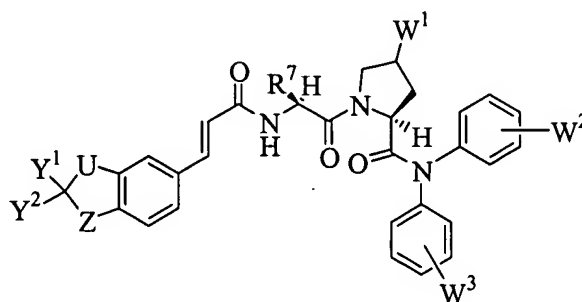
W¹ is a member selected from the group consisting of -H, -OR¹⁵ and -NR¹⁵R¹⁶;

[[W²]]W³ is a member selected from the group consisting of hydrogen, halogen, -R¹⁷, -CO₂R¹⁷, -OR¹⁷, -NR¹⁷R¹⁸ and -CONR¹⁷R¹⁸;

wherein R¹⁵, R¹⁶, R¹⁷ and R¹⁸ are each members independently selected from the group consisting of hydrogen, aryl, (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH₂-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R¹³)-.

32. (original) The compound of claim 1, having the formula:



wherein

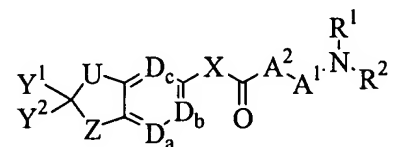
W^1 is a member selected from the group consisting of $-H$, $-OR^{15}$ and $-NR^{15}R^{16}$;

W^2 and W^3 are each members independently selected from the group consisting of hydrogen, halogen, $-R^{17}$, $-CO_2R^{17}$, $-OR^{17}$, $-NR^{17}R^{18}$ and $-CONR^{17}R^{18}$;

wherein R^{15} , R^{16} , R^{17} and R^{18} are each members independently selected from the group consisting of hydrogen, aryl, (C_1-C_8) alkyl, (C_1-C_8) heteroalkyl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of $-CH_2-$, $-CH(OH)-$, $-C(O)-$, $-O-$, $-S-$ and $-N(R^{13})-$.

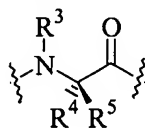
33. (currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



wherein

R^1 and R^2 are each members independently selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_1-C_8) heteroalkyl, aryl, heteroaryl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, heteroaryl (C_1-C_8) alkyl, and heteroaryl (C_1-C_8) heteroalkyl, with the proviso that at least one of R^1 and R^2 is selected from the group consisting of aryl, heteroaryl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, heteroaryl (C_1-C_8) alkyl and heteroaryl (C_1-C_8) heteroalkyl;

A^1 is a member selected from the group consisting of L- α -amino acid fragments, D- α -amino acid fragments and fragments having the formula:



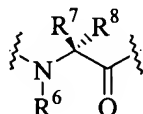
wherein

R^3 is selected from the group consisting of hydrogen and (C_1-C_4) alkyl;

R^4 and R^5 are each members independently selected from the group

consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or can be individually combined with R³ to form a 5-, 6-, 7- or 8-membered ring containing from one to three heteroatoms;

A² is a member selected from the group consisting of L- α -amino acid fragments, D- α -amino acid fragments and fragments having the formula:



wherein

R⁶ is selected from the group consisting of hydrogen and (C₁-C₄)alkyl;

R⁷ and R⁸ are each members independently selected from the group

consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms;

X is a member selected from the group consisting of a bond, a (C₁-C₄) saturated or unsaturated alkylene linking group and a (C₁-C₄) saturated or unsaturated heteroalkylene linking group;

D_a, D_b and D_c are each independently selected from the group consisting of =N- and =C(R⁹)-

wherein

each R⁹ is independently selected from the group consisting of hydrogen, halogen, cyano, nitro, (C₁-C₆)alkyl, (C₁-C₆)heteroalkyl, (C₁-C₆)alkoxy, (C₁-C₆)thioalkoxy, -NR¹⁰R¹¹, -C(O)OR¹⁰, -C(O)NR¹⁰R¹¹, -O-C(O)OR¹⁰, -NR¹¹-C(O)OR¹⁰, -NR¹⁰-SO₂R¹², -NR¹⁰-C(O)R¹¹, -SO₂NR¹⁰R¹¹, and -OC(O)NR¹⁰R¹¹;

wherein

each R¹⁰ and R¹¹ are each independently a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or when attached to the same nitrogen atom can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms; and

each R^{12} is independently a member selected from the group consisting of (C_1-C_8) alkyl, (C_1-C_8) heteroalkyl, aryl and heteroaryl;

U and Z are each independently selected from the group consisting of a single bond, $-CH_2-$, $-CH(OH)-$, $-C(O)-$, $-CH_2O-$, $-CH_2CH_2-$, $-CH_2C(O)-$, $-O-$, $-S-$, $-S-CH_2-$, $-N(C(O)-(C_1-C_9)alkyl)-$, $-N(R^{13})-$ and $-N(R^{13})-CH_2-$;

wherein

R^{13} is a member selected from the group consisting of H, (C_1-C_8) alkyl, aryl and (C_1-C_8) heteroalkyl;

Y^1 and Y^2 are each independently selected from the group consisting of $-CO_2H$ and $-CO_2R^{14}$

wherein

R^{14} is a member selected from the group consisting of (C_1-C_9) alkyl, (C_1-C_9) heteroalkyl, or, alternatively, when Y^1 and Y^2 are each $-CO_2R^{14}$, each R^{14} and the oxygen to which it is attached, join to form a 5-, 6-, 7-, or 8-membered heterocyclic ring.

34. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein D_a , D_b and D_c are each $=CH-$.

35. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein X is a (C_2-C_4) unsaturated alkylene linking group.

36. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein A^1 is selected from the group consisting of L- α -amino acid fragments.

37. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein A^2 is selected from the group consisting of L- α -amino acid fragments.

38. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein A¹ and A² are each independently selected from the group consisting of L- α -amino acid fragments.

39. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein A¹ and A² are each independently selected from the group consisting of L- α -amino acid fragments; X is a (C₂-C₄) unsaturated alkylene linking group; and D_a, D_b and D_c are each =CH-.

40. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein U is selected from the group consisting of -CH₂- and -CH(OH)-.

41. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein Z is selected from the group consisting of -CH₂-, -O-, -NH- and -S-.

42. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein U is selected from the group consisting of -CH₂- and -CH(OH)-; and Z is selected from the group consisting of -CH₂-, -O-, -NH- and -S-.

43. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein A¹ and A² are each independently selected from the group consisting of ~~[[a]]~~ natural or unnatural L- α -amino acid fragments; X is a (C₂-C₄) unsaturated alkylene linking group; D_a, D_b and D_c are each =CH-; U is selected from the group consisting of -CH₂- and -CH(OH)-; and Z is selected from the group consisting of -CH₂-, -O-, -NH- and -S-.

44. (currently amended) The ~~pharmaceutical~~ composition of claim 43, wherein X is an unsaturated alkylene moiety selected from the group consisting of -C(CH₃)=CH and -CH=C(CH₃).

45. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein R¹ and R² are each members independently selected from the group consisting of (C₁-C₈)alkyl, aryl and aryl(C₁-C₈)alkyl.

46. (currently amended) The ~~pharmaceutical~~ composition of claim 43, wherein R¹ and R² are each members independently selected from the group consisting of (C₁-C₈)alkyl, aryl and aryl(C₁-C₈)alkyl.

47. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein R¹ is an optionally substituted phenyl group.

48. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein R¹ is an optionally substituted phenyl group and R² is an optionally substituted benzyl group.

49. (currently amended) The ~~pharmaceutical~~ composition of claim 43, wherein R¹ is an optionally substituted phenyl group.

50. (currently amended) The ~~pharmaceutical~~ composition of claim 43, wherein R¹ is an optionally substituted phenyl group and R² is an optionally substituted benzyl group.

51. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein R¹ is an optionally substituted (C₁-C₈)alkyl or (C₁-C₈)heteroalkyl group and R² is an optionally substituted phenyl or benzyl group.

52. (currently amended) The ~~pharmaceutical~~ composition of claim 33, wherein R¹ is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH₂, -C(NH)NH₂, -CONH₂, -CH₂NHCO-(4-nitro-2-pyrazolyl), -

CONHPh, -CH₂NH₂, -CH₂NHCO-CH=CH-(3-nitrophenyl), -CH₃, -Cl, -Br, -I, -CO₂H, -CO₂CH₃, -OCH₃, -OH, -Ph, -OPh, -CON(CH₃)₂, -C(CH₃)₃, -CH₂NHAc, -CN and -CH₂NHCO-CH=CH-(4-pyridyl).

53. (currently amended) The ~~pharmaceutical~~ composition of claim **43**, wherein R¹ is an optionally substituted (C₁-C₈)alkyl or (C₁-C₈)heteroalkyl group and R² is an optionally substituted phenyl or benzyl group.

54. (currently amended) The ~~pharmaceutical~~ composition of claim **43**, wherein R¹ is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH₂, -C(NH)NH₂, -CONH₂, -CH₂NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH₂NH₂, -CH₂NHCO-CH=CH-(3-nitrophenyl), -CH₃, -Cl, -Br, -I, -CO₂H, -CO₂CH₃, -OCH₃, -OH, -Ph, -OPh, -CON(CH₃)₂, -C(CH₃)₃, -CH₂NHAc, -CN and -CH₂NHCO-CH=CH-(4-pyridyl).

55. (currently amended) The ~~pharmaceutical~~ composition of claim **43**, wherein Z is -O-; R¹ is a member selected from the group consisting of an optionally substituted phenyl group or an optionally substituted heteroaryl; and R² is a member selected from the group consisting of (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, heteroaryl(C₁-C₈)alkyl and heteroaryl(C₁-C₈)heteroalkyl.

56. (currently amended) The ~~pharmaceutical~~ composition of claim **36**, wherein A¹ is an L- α -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline.

57. (currently amended) The ~~pharmaceutical~~ composition of claim **37**, wherein A² is an L- α -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, ~~L-isoleucine~~ L-isoleucine, L-threonine and L-*tert*-butylglycine.

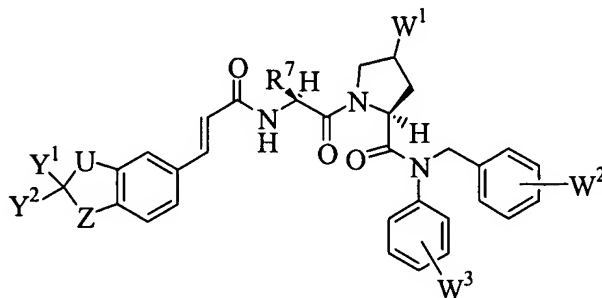
58. (currently amended) The ~~pharmaceutical~~ composition of claim 43, wherein A¹ is an L- α -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline; and A² is an L- α -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, ~~L-isoleucine~~L-isoleucine, L-threonine and L-*tert*-butylglycine.

59. (currently amended) The ~~pharmaceutical~~ composition of claim 58, wherein R¹ and R² are each members independently selected from the group consisting of substituted or unsubstituted (C₁-C₈)alkyl, substituted or unsubstituted aryl and substituted or unsubstituted aryl(C₁-C₈)alkyl.

60. (currently amended) The ~~pharmaceutical~~ composition of claim 59, wherein A¹ is an L- α -amino acid fragment derived from L-alanine or L-proline; and A² is an L- α -amino acid fragment derived from L-valine, L-leucine, ~~L-isoleucine~~L-isoleucine, or L-*tert*-butylglycine.

61. (currently amended) The ~~pharmaceutical~~ composition of claim 59, wherein A¹ is an L- α -amino acid fragment derived from L-proline; and A² is an L- α -amino acid fragment derived from L-*tert*-butylglycine.

62. (currently amended) The ~~pharmaceutical~~ composition of claim 33, said compound having the formula:



wherein

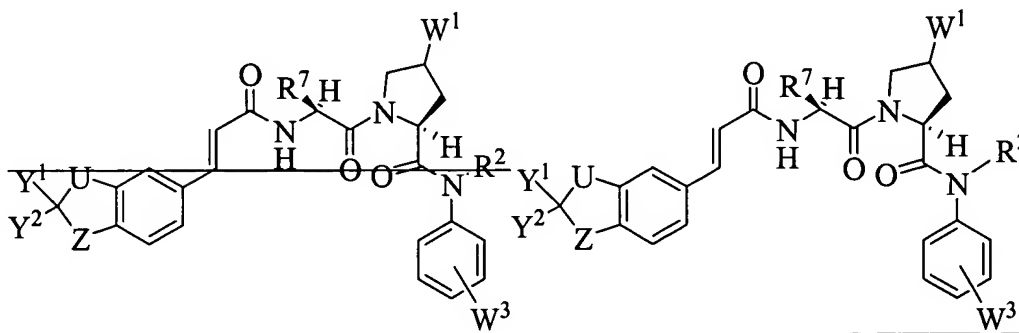
W¹ is a member selected from the group consisting of -H, -OR¹⁵ and -NR¹⁵R¹⁶;

W^2 and W^3 are each members independently selected from the group consisting of hydrogen, halogen, $-R^{17}$, $-\text{CO}_2R^{17}$, $-\text{OR}^{17}$, $-\text{NR}^{17}R^{18}$ and $-\text{CONR}^{17}R^{18}$;

wherein R^{15} , R^{16} , R^{17} and R^{18} are each members independently selected from the group consisting of hydrogen, aryl, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_1\text{-C}_8)\text{heteroalkyl}$, $\text{aryl}(\text{C}_1\text{-C}_8)\text{alkyl}$, $\text{aryl}(\text{C}_1\text{-C}_8)\text{heteroalkyl}$, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{OH})-$, $-\text{C}(\text{O})-$, $-\text{O}-$, $-\text{S}-$ and $-\text{N}(\text{R}^{13})-$.

63. (currently amended) The ~~pharmaceutical~~ composition of claim 33, said compound having the formula:



wherein

R^2 is a member selected from the group consisting of substituted or unsubstituted $(\text{C}_1\text{-C}_8)\text{alkyl}$;

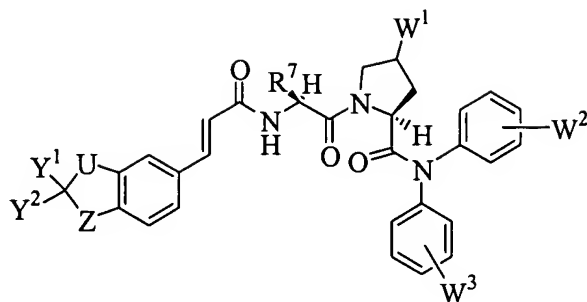
W^1 is a member selected from the group consisting of $-\text{H}$, $-\text{OR}^{15}$ and $-\text{NR}^{15}R^{16}$;

$[[W^2]]W^3$ is a member selected from the group consisting of hydrogen, halogen, $-R^{17}$, $-\text{CO}_2R^{17}$, $-\text{OR}^{17}$, $-\text{NR}^{17}R^{18}$ and $-\text{CONR}^{17}R^{18}$;

wherein R^{15} , R^{16} , R^{17} and R^{18} are each members independently selected from the group consisting of hydrogen, aryl, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_1\text{-C}_8)\text{heteroalkyl}$, $\text{aryl}(\text{C}_1\text{-C}_8)\text{alkyl}$, $\text{aryl}(\text{C}_1\text{-C}_8)\text{heteroalkyl}$, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{OH})-$, $-\text{C}(\text{O})-$, $-\text{O}-$, $-\text{S}-$ and $-\text{N}(\text{R}^{13})-$.

64. (currently amended) The ~~pharmaceutical~~ composition of claim 33, said compound having the formula:



wherein

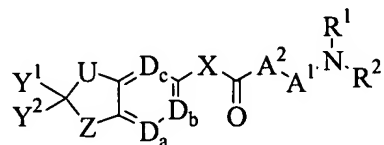
W^1 is a member selected from the group consisting of $-H$, $-OR^{15}$ and $-NR^{15}R^{16}$;

W^2 and W^3 are each members independently selected from the group consisting of hydrogen, halogen, $-R^{17}$, $-CO_2R^{17}$, $-OR^{17}$, $-NR^{17}R^{18}$ and $-CONR^{17}R^{18}$;

wherein R^{15} , R^{16} , R^{17} and R^{18} are each members independently selected from the group consisting of hydrogen, aryl, (C_1-C_8) alkyl, (C_1-C_8) heteroalkyl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of $-CH_2-$, $-CH(OH)-$, $-C(O)-$, $-O-$, $-S-$ and $-N(R^{13})-$.

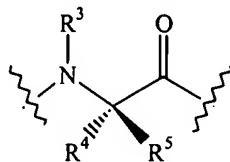
65. (currently amended) A method for treating asthma ~~modulating a STAT6-dependent condition~~ in a host in need thereof, comprising administering to said host ~~a STAT6-modulating~~ a therapeutically effective amount of a compound of the formula:



wherein

R^1 and R^2 are each members independently selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_1-C_8) heteroalkyl, aryl, heteroaryl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, heteroaryl (C_1-C_8) alkyl, and heteroaryl (C_1-C_8) heteroalkyl, with the proviso that at least one of R^1 and R^2 is selected from the group consisting of aryl, heteroaryl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, heteroaryl (C_1-C_8) alkyl and heteroaryl (C_1-C_8) heteroalkyl;

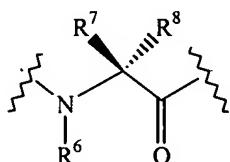
A¹ is a member selected from the group consisting of L- α -amino acid fragments, D- α -amino acid fragments and fragments having the formula:



wherein

R³ is selected from the group consisting of hydrogen and (C₁-C₄) alkyl;
R⁴ and R⁵ are each members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or can be individually combined with R³ to form a 5-, 6-, 7- or 8-membered ring containing from one to three heteroatoms;

A² is a member selected from the group consisting of L- α -amino acid fragments, D- α -amino acid fragments and fragments having the formula:



wherein

R⁶ is selected from the group consisting of hydrogen and (C₁-C₄)alkyl;
R⁷ and R⁸ are each members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms;

X is a member selected from the group consisting of a bond, a (C₁-C₄) saturated or unsaturated alkylene linking group and a (C₁-C₄) saturated or unsaturated heteroalkylene linking group;

D_a, D_b and D_c are each independently selected from the group consisting of =N- and =C(R⁹)-

wherein

each R⁹ is independently selected from the group consisting of hydrogen, halogen, cyano, nitro, (C₁-C₆)alkyl, (C₁-C₆)heteroalkyl, (C₁-C₆)alkoxy, (C₁-C₆)thioalkoxy, -NR¹⁰R¹¹, -C(O)OR¹⁰, -C(O)NR¹⁰R¹¹, -O-C(O)OR¹⁰, -NR¹¹-C(O)OR¹⁰, -NR¹⁰-SO₂R¹², -NR¹⁰-C(O)R¹¹, -SO₂NR¹⁰R¹¹, and -OC(O)NR¹⁰R¹¹;

wherein

each R¹⁰ and R¹¹ are each independently a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₁-C₈)heteroalkyl, or when attached to the same nitrogen atom can be combined with each other to form a 5-, 6-, 7- or 8-membered ring containing from zero to three heteroatoms; and

each R¹² is independently a member selected from the group consisting of (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl and heteroaryl;

U and Z are each independently selected from the group consisting of a single bond, -CH₂-, -CH(OH)-, -C(O)-, -CH₂O-, -CH₂CH₂-, -CH₂C(O)-, -O-, -S-, -S-CH₂-, -N(C(O)-(C₁-C₉)alkyl)-, -N(R¹³)- and -N(R¹³)-CH₂-;

wherein

each R¹³ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, aryl and (C₁-C₈)heteroalkyl;

Y¹ and Y² are each independently selected from the group consisting of -CO₂H and -CO₂R¹⁴; and

R¹⁴ is a member selected from the group consisting of (C₁-C₉)alkyl, and (C₁-C₉)heteroalkyl, or, alternatively, when Y¹ and Y² are each -CO₂R¹⁴, each R¹⁴ and the oxygen to which it is attached, join to form a 5-, 6-, 7- or 8-membered heterocyclic ring.

66. (original) The method of claim 65, wherein D_a, D_b and D_c are each =CH-.

67. (original) The method of claim 65, wherein X is a (C₂-C₄) unsaturated alkylene linking group.

68. (original) The method of claim 65, wherein A¹ is selected from the group consisting of L-α-amino acid fragments.

69. (original) The method of claim 65, wherein A^2 is selected from the group consisting of L- α -amino acid fragments.

70. (original) The method of claim 65, wherein A^1 and A^2 are each independently selected from the group consisting of L- α -amino acid fragments.

71. (original) The method of claim 65, wherein A^1 and A^2 are each independently selected from the group consisting of L- α -amino acid fragments; X is a (C₂-C₄) unsaturated alkylene linking group; and D_a, D_b and D_c are each =CH-.

72. (original) The method of claim 65, wherein U is selected from the group consisting of -CH₂- and -CH(OH)-.

73. (original) The method of claim 65, wherein Z is selected from the group consisting of -CH₂-, -O-, -NH- and -S-.

74. (original) The method of claim 65, wherein U is selected from the group consisting of -CH₂- and -CH(OH)-; and Z is selected from the group consisting of -CH₂-, -O-, -NH- and -S-.

75. (currently amended) The method of claim 65, wherein A^1 and A^2 are each independently selected from the group consisting of [[a]]natural or unnatural L- α -amino acid fragments; X is a (C₂-C₄) unsaturated alkylene linking group; D_a, D_b and D_c are each =CH-; U is selected from the group consisting of -CH₂- and -CH(OH)-; and Z is selected from the group consisting of -CH₂-, -O-, -NH- and -S-.

76. (original) The method of claim 75, wherein X is an unsaturated alkylene moiety selected from the group consisting of -C(CH₃)=CH and -CH=C(CH₃).

77. (original) The method of claim 65, wherein R^1 and R^2 are each members independently selected from the group consisting of (C₁-C₈)alkyl, aryl and aryl(C₁-C₈)alkyl.

78. (original) The method of claim 75, wherein R^1 and R^2 are each members independently selected from the group consisting of (C₁-C₈)alkyl, aryl and aryl(C₁-C₈)alkyl.

79. (original) The method of claim 65, wherein R^1 is an optionally substituted phenyl group.

80. (original) The method of claim 65, wherein R^1 is an optionally substituted phenyl group and R^2 is an optionally substituted benzyl group.

81. (original) The method of claim 75, wherein R^1 is an optionally substituted phenyl group.

82. (original) The method of claim 75, wherein R^1 is an optionally substituted phenyl group and R^2 is an optionally substituted benzyl group.

83. (original) The method of claim 65, wherein R^1 is an optionally substituted (C₁-C₈)alkyl or (C₁-C₈)heteroalkyl group and R^2 is an optionally substituted phenyl or benzyl group.

84. (original) The method of claim 65, wherein R^1 is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH₂, -C(NH)NH₂, -CONH₂, -CH₂NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH₂NH₂, -CH₂NHCO-CH=CH-(3-nitrophenyl), -CH₃, -Cl, -Br, -I, -CO₂H, -CO₂CH₃, -OCH₃, -OH, -Ph, -OPh, -CON(CH₃)₂, -C(CH₃)₃, -CH₂NHAc, -CN and -CH₂NHCO-CH=CH-(4-pyridyl).

85. (original) The method of claim 75, wherein R^1 is an optionally substituted (C₁-C₈)alkyl or (C₁-C₈)heteroalkyl group and R^2 is an optionally substituted phenyl or benzyl group.

86. (original) The method of claim 75, wherein R¹ is a phenyl group substituted with up to two members selected from the group consisting of -NHCONH₂, -C(NH)NH₂, -CONH₂, -CH₂NHCO-(4-nitro-2-pyrazolyl), -CONHPh, -CH₂NH₂, -CH₂NHCO-CH=CH-(3-nitrophenyl), -CH₃, -Cl, -Br, -I, -CO₂H, -CO₂CH₃, -OCH₃, -OH, -Ph, -OPh, -CON(CH₃)₂, -C(CH₃)₃, -CH₂NHAc, -CN and -CH₂NHCO-CH=CH-(4-pyridyl).

87. (original) The method of claim 75, wherein Z is -O-; R¹ is a member selected from the group consisting of an optionally substituted phenyl group or an optionally substituted heteroaryl; and R² is a member selected from the group consisting of (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, heteroaryl(C₁-C₈)alkyl and heteroaryl(C₁-C₈)heteroalkyl.

88. (original) The method of claim 68, wherein A¹ is an L- α -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline.

89. (currently amended) The method of claim 69, wherein A² is an L- α -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, ~~L-isoleucine~~L-isoleucine, L-threonine and L-*tert*-butylglycine.

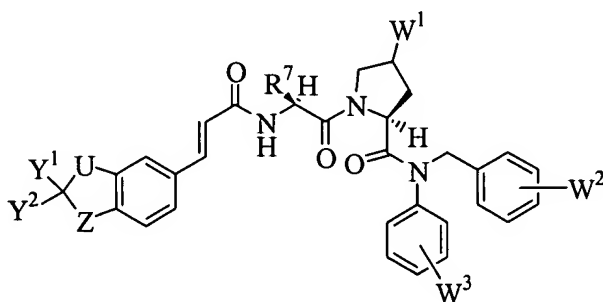
90. (currently amended) The method of claim 75, wherein A¹ is an L- α -amino acid fragment derived from L-tyrosine, L-serine, L-methionine, L-alanine and L-proline; and A² is an L- α -amino acid fragment derived from L-valine, L-leucine, L-methionine, L-lysine, ~~L-isoleucine~~L-isoleucine, L-threonine and L-*tert*-butylglycine.

91. (original) The method of claim 90, wherein R¹ and R² are each members independently selected from the group consisting of substituted or unsubstituted (C₁-C₈)alkyl, substituted or unsubstituted aryl and substituted or unsubstituted aryl(C₁-C₈)alkyl.

92. (currently amended) The method of claim 91, wherein A¹ is an L- α -amino acid fragment derived from L-alanine or L-proline; and A² is an L- α -amino acid fragment derived from L-valine, L-leucine, ~~L-isoleucine~~L-isoleucine, or L-*tert*-butylglycine.

93. (original) The method of claim 91, wherein A¹ is an L- α -amino acid fragment derived from L-proline; and A² is an L- α -amino acid fragment derived from L-*tert*-butylglycine.

94. (original) The method of claim 65, wherein said compound has the formula:



wherein

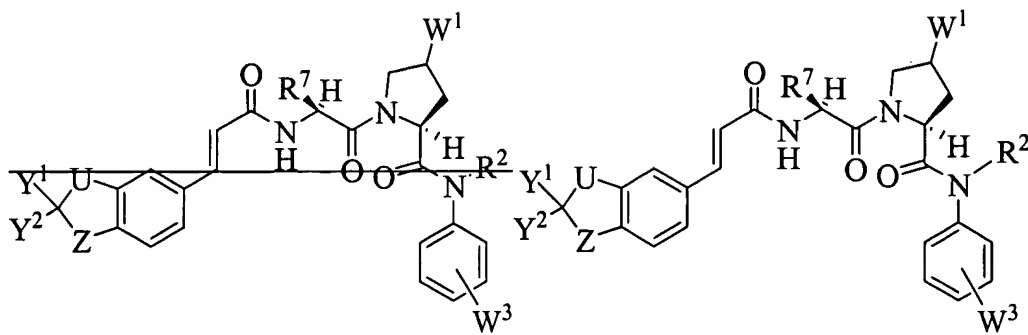
W¹ is a member selected from the group consisting of -H, -OR¹⁵ and -NR¹⁵R¹⁶;

W² and W³ are each members independently selected from the group consisting of hydrogen, halogen, -R¹⁷, -CO₂R¹⁷, -OR¹⁷, -NR¹⁷R¹⁸ and -CONR¹⁷R¹⁸;

wherein R¹⁵, R¹⁶, R¹⁷ and R¹⁸ are each members independently selected from the group consisting of hydrogen, aryl, (C₁-C₈)alkyl, (C₁-C₈)heteroalkyl, aryl(C₁-C₈)alkyl, aryl(C₁-C₈)heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of -CH₂-, -CH(OH)-, -C(O)-, -O-, -S- and -N(R¹³)-

95. (currently amended) The method of claim 65, wherein said compound has the formula:



wherein

R^2 is a member selected from the group consisting of substituted or unsubstituted (C_1-C_8) alkyl;

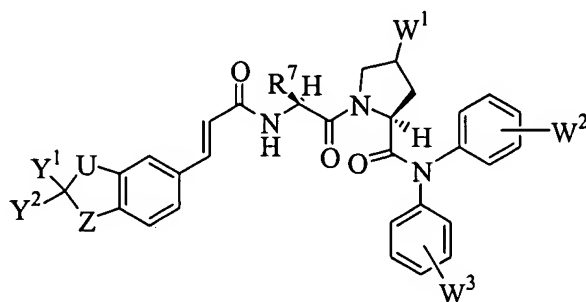
W^1 is a member selected from the group consisting of $-H$, $-OR^{15}$ and $-NR^{15}R^{16}$;

$[[W^2]]W^3$ is a member selected from the group consisting of hydrogen, halogen, $-R^{17}$, $-CO_2R^{17}$, $-OR^{17}$, $-NR^{17}R^{18}$ and $-CONR^{17}R^{18}$;

wherein R^{15} , R^{16} , R^{17} and R^{18} are each members independently selected from the group consisting of hydrogen, aryl, (C_1-C_8) alkyl, (C_1-C_8) heteroalkyl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of $-CH_2-$, $-CH(OH)-$, $-C(O)-$, $-O-$, $-S-$ and $-N(R^{13})-$.

96. (original) The method of claim 65, wherein said compound has the formula:



wherein

W^1 is a member selected from the group consisting of $-H$, $-OR^{15}$ and $-NR^{15}R^{16}$;

W^2 and W^3 are each members independently selected from the group consisting of hydrogen, halogen, $-R^{17}$, $-CO_2R^{17}$, $-OR^{17}$, $-NR^{17}R^{18}$ and $-CONR^{17}R^{18}$;

wherein R^{15} , R^{16} , R^{17} and R^{18} are each members independently selected from the group consisting of hydrogen, aryl, (C_1-C_8) alkyl, (C_1-C_8) heteroalkyl, aryl (C_1-C_8) alkyl, aryl (C_1-C_8) heteroalkyl, alkylsulfonyl, arylsulfonyl and arylsulfinyl;

U and Z are each members independently selected from the group consisting of $-CH_2-$, $-CH(OH)-$, $-C(O)-$, $-O-$, $-S-$ and $-N(R^{13})-$.

97. (canceled).

98. (canceled).

99. (currently amended) The method in accordance with claim ~~[[98]]~~65, wherein said compound of claim 1 is administered in combination with a second therapeutic agent.

100. (original) The method in accordance with claim 99, wherein said second therapeutic agent is selected from the group consisting of loratidine, fluticasone propionate, beclametasone dipropionate, budesonide, salmeterol xinafoate, ipratropium bromide, fexofenadine hydrochloride, cetirizine dihydrochloride, triamcinolone acetonide, cromolyn, salbutamol, montelukast sodium, ketotifen hydrogen fumarate, formoterol, zafirlukast, mometasone furoate, azelastine hydrochloride, epinastine, seratrovast, captopril, rampril, zofenopril, colchicine, enalapril, lisinopril,trandolapril, gold sodium thiomalate, calcipotriene, cyclosporine, vinblastine and dapsone.

101. (original) The method in accordance with claim 99, wherein said compound of claim 1 and said second therapeutic agent are administered sequentially.

102. (original) A method in accordance with claim 99, wherein said compound of claim 1 and said second therapeutic agent are administered concurrently.

103. (original) A method in accordance with claim **99**, wherein said compound of claim **1** and said second therapeutic agent are each administered at dosages of from 1/100 to 1/2 of their dosages when administered individually.

104. (original) A method in accordance with claim **99**, wherein said compound of claim **1** and said second therapeutic agent are each administered at dosages of from 1/10 to 1/4 of their dosages when administered individually.